

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS
CENTRAL DIVISION

IN CHIEF CLERK
2005 DEC 13 AM 9:32

DONALD P. SPEAKMAN, STEPHEN H.
WEDEL, and MARK L. ROBARE,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs and
Counterclaim Defendants,

v.

ALLMERICA FINANCIAL LIFE INS. &
ANNUITY CO., FIRST ALLMERICA
FINANCIAL LIFE INS. CO., and
ALLMERICA FINANCIAL CORP.,

Defendants and
Counterclaim Plaintiffs.

Civil Action No. 4:04-cv-40077-FDS

DEFENDANTS' MOTION TO FILE CONFIDENTIAL MATERIAL UNDER SEAL

Pursuant to the Protective Order entered in this case, Defendants and Counterclaim Plaintiffs Allmerica Financial Life Insurance and Annuity Company ("AFLIAC"), First Allmerica Financial Life Insurance Company ("FAFLIC"), and Allmerica Financial Corporation ("AFC") (collectively, "Allmerica") move for leave to file Confidential Material under seal.

1. Paragraph 16 of the Protective Order entered by the Court on October 5, 2005, provides as follows: "If a party wishes to make a submission to the Court that includes Confidential Material, the party shall make a motion in accordance with Local Rule 7.2 to file or present particular Confidential Material under seal. However, if the Court denies permission to file or present the Confidential Material under seal, the party seeking to file or present the material shall not be precluded from filing or presenting the Confidential Material to the Court."

2. Allmerica's Sur-Reply Memorandum in Opposition to Plaintiffs' Motion for Class Certification relies on certain documents and deposition testimony that Plaintiffs have designated as "Confidential Material," as defined by the Protective Order. Allmerica also is including copies of deposition testimony designated as Confidential Material as exhibits to its Sur-Reply Memorandum.

3. Allmerica respectfully requests that the Court permit it to file under seal its Sur-Reply Memorandum and the Exhibits filed thereto.

4. Because the Court's rules prohibit the electronic filing of documents under seal, Allmerica is placing its Sur-Reply Memorandum and Exhibits in sealed envelopes and is delivering copies via hand to the Court today.

Wherefore, Allmerica requests that the Court allow it to file Confidential Material under seal.

Respectfully Submitted,

ALLMERICA FINANCIAL LIFE INSURANCE &
ANNUITY CO., FIRST ALLMERICA
FINANCIAL LIFE INSURANCE CO., and
ALLMERICA FINANCIAL CORP.

By their attorneys,

/s/ Jonathan A. Shapiro

Andrea J. Robinson (BBO No. 556337)

Jonathan A. Shapiro (BBO No. 567838)

Eric D. Levin (BBO No. 639717)

Brett R. Budzinski (BBO No. 655238)

Wilmer Cutler Pickering Hale and Dorr LLP

60 State Street

Boston, MA 02109

(617) 526-6000

Dated: December 13, 2005

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served on this 13th day of December, 2005 by overnight mail and e-mail on:

Nancy Freeman Gans
Moulton & Gans, P.C.
33 Broad Street
Boston, MA 02109-4216

Stephen L. Hubbard
Robert W. Biederman
Hubbard & Biederman, LLP
1717 Main Street, Suite 4700
Dallas, TX 75201

/s/ Jonathan A. Shapiro